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RECORDATION NO. 20437 FILED 1025
DEC 31 1996 10 05 AM

December 30, 1996

RECORDATION NO. 20437-A FILED 1025
DEC 31 1996 10 05 AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of as Assignment of Lessor's Interest in Lease, dated as of December 31st, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents, a two (2) copies of a Bill of Sale, dated as of December 31st, 1996, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Assignor/

Seller:

NorRail, Inc
308 12th Avenue South
Buffalo, Minnesota 55313

Assignee/

Purchaser.

The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland

A description of the railroad equipment covered by the enclosed document is set forth on Schedule A attached to the Assignment and the Bill of Sale.

Mr. Vernon A. Williams
December 30, 1996
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Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg
Enclosures

20437-A
RECORDED & INDEXED
DEC 31 1996 - 10 05 AM

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that NORRAIL, INC., a Minnesota corporation, in consideration of the sum of \$10.00 to the undersigned to be paid by THE FIRST NATIONAL BANK OF MARYLAND pursuant to the terms of the Purchase and Sale Agreement dated December 31st 1996 between NorRail, Inc. and The First National Bank of Maryland, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents do bargain, sell, grant, convey, transfer, and deliver unto The First National Bank of Maryland the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto The First National Bank of Maryland, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with The First National Bank of Maryland to warrant and defend title to the railcars hereby sold unto The First National Bank of Maryland, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to The First National Bank of Maryland that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interest of ConAgra, Inc. pursuant to the Railcar Lease Agreement dated as of December __, 1996 between the undersigned and ConAgra, Inc.

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY NORRAIL, INC. ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL NORRAIL, INC. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

- A

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this ____ day of December, 1996.

ATTEST:

NORRAIL, INC.

Marge C. Rippa

By: Russell S. Adams (SEAL)
Name: Russell S. Adams
Title: Vice President

STATE OF Minnesota, County Wright OF Wright, TO WIT:

I HEREBY CERTIFY, that on this 27th day of December, 1996, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Russell S. Adams, who acknowledged himself to be the Vice President of NORRAIL, INC., a MINNESOTA corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Vice President.

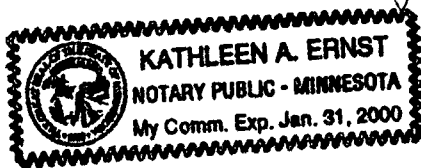
AS WITNESS my hand and Notarial Seal.

Kathleen A. Ernst
Notary Public

(SEAL)

My Commission Expires:

Jan 31, 2000



B:FN168305.BOS/ConAgra/Disk1/mes

DESCRIPTION OF RAILCARS**SCHEDULE A**

Eighty three (83) covered hopper cars bearing the following reporting marks and numbers:

#	New Car #
1	NRLX057001
2	NRLX057028
3	NRLX057042
4	NRLX057047
5	NRLX057053
6	NRLX057062
7	NRLX057070
8	NRLX057075
9	NRLX057076
10	NRLX057080
11	NRLX057086
12	NRLX057093
13	NRLX057100
14	NRLX057103
15	NRLX057105
16	NRLX057106
17	NRLX057108
18	NRLX057072
19	NRLX057019
20	NRLX057039
21	NRLX057041
22	NRLX057054

DESCRIPTION OF RAILCARS

SCHEDULE A

Eighty three (83) covered hopper cars bearing the following reporting marks and numbers:

#	New Car #
23	NRLX057066
24	NRLX057113
25	NRLX057003
26	NRLX057006
27	NRLX057009
28	NRLX057085
29	NRLX057021
30	NRLX057056
31	NRLX057061
32	NRLX057067
33	NRLX057089
34	NRLX057057
35	NRLX057059
36	NRLX057064
37	NRLX057079
38	NRLX057005
39	NRLX057078
40	NRLX057096
41	NRLX057098
42	NRLX057055
43	NRLX057082
44	NRLX057084
45	NRLX057111

DESCRIPTION OF RAILCARS

SCHEDULE A

Eighty three (83) covered hopper cars bearing the following reporting marks and numbers:

#	New Car #
46	NRLX057116
47	NRLX057097
48	NRLX057023
49	NRLX057046
50	NRLX057051
51	NRLX057065
52	NRLX057090
53	NRLX057002
54	NRLX057024
55	NRLX057029
56	NRLX057033
57	NRLX057035
58	NRLX057068
59	NRLX057015
60	NRLX057091
61	NRLX057092
62	NRLX057117
63	NRLX057017
64	NRLX057081
65	NRLX057087
66	NRLX057099
67	NRLX057004
68	NRLX057007

DESCRIPTION OF RAILCARS

SCHEDULE A

Eighty three (83) covered hopper cars bearing the following reporting marks and numbers:

#	New Car #
69	NRLX057008
70	NRLX057010
71	NRLX057012
72	NRLX057013
73	NRLX057016
74	NRLX057020
75	NRLX057083
76	NRLX057088
77	NRLX057094
78	NRLX057095
79	NRLX057102
80	NRLX057107
81	NRLX057119
82	NRLX057030
83	NRLX057060